



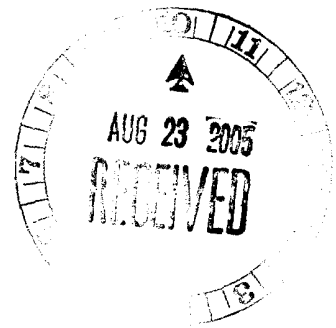
CORPORATION SERVICE COMPANY

RECORDATION NO. 25189 FILED

AUG 23 '05

2- 29 PM

SURFACE TRANSPORTATION BOARD



August 22, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 146740-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 10, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **M. WEINGOLD AND COMPANY**
3915 East 91st Street Cleveland, OH 44105

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **M. WEINGOLD AND COMPANY** covering 24 gondola cars with reporting marks and numbers – CEFX 30625 – CEFX 32298 – NOT NCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19 day of September, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and M. WEINGOLD AND COMPANY, a Florida corporation, with an address at 3915 East 91st Street, Cleveland, OH 44105 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 9/10, 2004 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Richard Latini
Name: Richard Latini
Title: Senior Vice President

RECORDATION NO. 25789 FILED

AUG 23 '05

2-29 PM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

M. WEINGOLD AND COMPANY

By: Michael A. G. Vespiere
Name: Michael A. G. Vespiere
Title: V-PRESIDENT

Schedule A

Number of Cars

Equipment Description

24 52'-5'6" sided mill gondola

1	CEFX	30625
2	CEFX	32105
3	CEFX	32111
4	CEFX	32123
5	CEFX	32131
6	CEFX	32137
7	CEFX	32141
8	CEFX	32150
9	CEFX	32156
10	CEFX	32184
11	CEFX	32186
12	CEFX	32193
13	CEFX	32204
14	CEFX	32217
15	CEFX	32226
16	CEFX	32236
17	CEFX	32247
18	CEFX	32257
19	CEFX	32277
20	CEFX	32278
21	CEFX	32284
22	CEFX	32293
23	CEFX	32295
24	CEFX	32298